

**COPY**

KARLY BARAGA  
(612) 492-6538  
FAX (612) 340-8800  
BARAGA.KARLY@DORSEY.COM

October 29, 2007

FCC/MELLON

OCT 30 2007

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
Wireline Competition Bureau – CDP – 214 Appls.  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

Re: Application for TelAlaska, Incorporated, TelAlaska Long Distance, Inc. and  
TelAlaska Holdings, Inc. for Authority to Transfer Control of Domestic and  
International 214 Authorizations

Dear Ms. Dortch:

On behalf of TelAlaska, Incorporated, TelAlaska Long Distance, Inc. and TelAlaska Holdings, Inc. (together, "Applicants"), enclosed please find an original and six (6) copies of an application for consent to transfer control of domestic and international 214 authority from TelAlaska, Incorporated and TelAlaska Long Distance, Inc. to TelAlaska Holdings, Inc. Also enclosed find a completed Fee Remittance Form 159 to satisfy the filing fee for this application under line 2.b of Section 1.1105 of the Commission's Rules. The Applicants have also filed this application with the International Bureau through the MyIBFS filing system.

Please date-stamp the duplicate copy of this filing that is enclosed and return it in the envelope provided. Please contact the undersigned directly with any questions.

Respectfully submitted,

DORSEY & WHITNEY LLP

  
Karly E. Baraga

Before the  
**FEDERAL COMMUNICATIONS COMMISSION**  
Washington, D.C. 20554

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In the Matter of )

**TelAlaska Long Distance, Inc.,** )  
*Licensee* )

**TelAlaska, Incorporated** )  
*Transferor* )

and )

**TelAlaska Holdings, Inc.** )  
*Transferee* )

For Grant of Authority Pursuant to )  
Section 214 of the Communications Act of 1934, )  
as amended, and Sections 63.04 and 63.24 )  
of the Commission's Rules to Complete a )  
Transfer of Control of Authorized )  
Domestic and International Section 214 Carriers )

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) WB Docket No. 07-\_\_\_\_\_

) File No. ITC-T/C-2007-\_\_\_\_\_

**APPLICATION**

**I. INTRODUCTION**

**Summary of Transaction**

TelAlaska Long Distance, Inc. ("TelAlaska Long Distance"), TelAlaska, Incorporated ("TelAlaska") and TelAlaska Holdings, Inc., ("TelAlaska Holdings" and, together with TelAlaska Long Distance and TelAlaska, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, hereby respectfully

request the Federal Communications Commission's ("Commission") approval to consummate a transaction whereby TelAlaska Holdings will acquire all of TelAlaska's stock.

TelAlaska Holdings is a fully owned subsidiary of ABAC Alaska, Inc. ("ABAC Alaska"), which in turn is a fully owned subsidiary of American Broadband Communications, LLC ("American Broadband"), a company focused on providing telephone, broadband Internet, video and other advanced communications services in rural areas of the United States, and currently with ownership interests in fourteen rural telephone companies. TelAlaska Holdings and ABAC Alaska have been created in order to facilitate a transaction (the "Transaction") whereby TelAlaska will become a fully owned subsidiary of TelAlaska Holdings. Neither TelAlaska Holdings nor ABAC Alaska have conducted any business operations other than those related to its formation and to this Transaction.

TelAlaska does not hold any certifications, but it is the parent company to several certificated public utilities in Alaska, including TelAlaska Long Distance. The proposed Transaction will not result in any assignment of authorizations, assets or customers of TelAlaska Long Distance, and TelAlaska Long Distance will continue to provide service to its customers pursuant to its existing authorization at the same rates, terms and conditions such that the transaction will be virtually transparent to its customers. Attached hereto as *Exhibit A* are organizational diagrams that illustrate the current corporate structure of TelAlaska, and the structure of TelAlaska that will exist following consummation of the proposed Transaction.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 CFR § 63.04(b), the Applicants are filing a combined Application for the Commission's consent to the proposed transfer of control. The Applicants hereby provide the information required by Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24. They also provide additional

information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 CFR § 63.04(a)(6)-(12).

### **Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(iii), 47 C.F.R. §§ 63.03(b)(2)(iii). Immediately following the transaction, (1) TelAlaska Holdings and its affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) TelAlaska Holdings (through TelAlaska, including their respective affiliates), would not provide any telecommunications services in any of the geographic areas served by TelAlaska's affiliates that are dominant local exchange carriers; and (3) the Applicants and their respective affiliates are incumbent independent local exchange carriers that have, in combination, fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are foreign carriers, or are affiliated with any foreign carriers, and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

## **II. DESCRIPTION OF THE APPLICANTS**

### **TelAlaska Holdings, Inc. ("Transferee")**

TelAlaska Holdings is a newly formed Delaware corporation with offices located at 401 N. Tryon Street, 10<sup>th</sup> Floor, Charlotte, NC 28202. TelAlaska is a wholly-owned subsidiary of American Broadband. 95.12% of the outstanding membership interests of American Broadband

are owned and controlled by Mr. Patrick L. Eudy. No other person owns 5% or more of American Broadband.

American Broadband will have the technical, managerial and financial qualifications to acquire control of TelAlaska. American Broadband was formed in 2001 by a management team having more than 120 years of combined experience with rural and urban telephone companies. It is committed to developing and delivering advanced services in the rural communities that are served by its operating companies. Its operating companies focus on providing telephone, broadband Internet, video and other advanced communications services in rural areas of the United States.<sup>1</sup>

**TelAlaska, Incorporated (“Transferor”) and TelAlaska Long Distance, Inc. (“Licensee”)**

TelAlaska is a privately-held Alaska corporation located at 201 E. 56<sup>th</sup> Avenue, Anchorage, AK 99518. TelAlaska is the parent company that fully owns and is responsible for TelAlaska Long Distance and its affiliates which operate rural telephone, cable and Internet service companies in Alaska.<sup>2</sup> TelAlaska Long Distance is a provider of interexchange service throughout Alaska pursuant to its Certificate of Public Convenience and Necessity from the Regulatory Commission of Alaska.

**III. DESCRIPTION OF THE TRANSACTION**

Pursuant to the Transaction, TelAlaska’s stockholders will sell and TelAlaska Holdings will acquire all of the issued and outstanding shares of TelAlaska’s capital stock. Because TelAlaska is the parent company of TelAlaska Long Distance, this proposed transaction will

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<sup>1</sup> American Broadband, through its subsidiaries and affiliates, currently control and are responsible for the operation of the following rural telephone companies: Arlington Telephone Company; Dalton Telephone Company; Elsie Communications, Inc.; Eastern Nebraska Telephone Company; Georgetown Telephone Company; Gridley Telephone Company; Oregon Farmers Mutual Telephone Company; The Pymatuning Independent Telephone Company; Rock County Telephone Company; S&A Telephone Company; South Park LLC; The Blair Telephone Company; The Rye Telephone Company; and Waverly Hall Telephone, LLC.

<sup>2</sup> TelAlaska currently controls and is responsible for the operation of Interior Telephone Company, Inc. and Mukluk Telephone Company, Inc., which are both local exchange carriers operating in rural Alaska.

result in TelAlaska Holdings acquiring control of TelAlaska Long Distance. Because the proposed transaction only involves a transfer of the ownership of TelAlaska, there will be no merger or consolidation of TelAlaska Long Distance. TelAlaska will continue as a separate subsidiary of TelAlaska. TelAlaska Long Distance will continue to offer service to existing customers with no change to its rates or terms and conditions of service. The transfer of control of TelAlaska to TelAlaska Holdings, therefore, will be seamless and virtually transparent to consumers.

American Broadband Holding Company ("ABHC") is a wholly-owned subsidiary of American Broadband. ABAC Alaska and ABHC are currently sister companies. However, upon the closing of this acquisition, American Broadband will contribute the stock of ABAC Alaska to ABHC, whereupon ABAC Alaska will become a wholly-owned subsidiary of ABHC. Attached as *Exhibit B* for the Commission's convenience are pre-and post-Transaction organization charts of American Broadband.

#### **IV. PUBLIC INTEREST STATEMENT**

Applicants submit that the Transaction will serve the public interest. By providing a management team with many years of experience in operating rural telephone companies, the transaction will strengthen the ability of TelAlaska Long Distance and its affiliates to provide its customers advanced services as well as continue to provide the quality services that it is known for. American Broadband and its subsidiaries provide operational synergies, deregulated business development and deployment resources and economies of scale to affiliates. Therefore, as a result of the transaction, TelAlaska Long Distance will be in an enhanced position to provide high quality telecommunications services to its customers as a member of the American Broadband family of companies. American Broadband's growth orientation and experience in competitive markets, combined with its financial, strategic, and operational resources, will be

especially important to TelAlaska in an increasingly competitive telecommunications environment. Moreover, Applicants emphasize that the proposed indirect transfer of control will be seamless and virtually transparent to the customers of TelAlaska Long Distance and will not result in the discontinuance, reduction, loss or impairment of service to customers.

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**63.18(a) Name, address and telephone number of each Applicant:**

Transferor:

|                                |                 |
|--------------------------------|-----------------|
| TelAlaska, Incorporated        | FRN: 0003740768 |
| 201 E. 56 <sup>th</sup> Avenue |                 |
| Anchorage, AK 99518            |                 |
| Telephone: (907) 563-2003      |                 |
| Facsimile: (907) 565-5539      |                 |

Licensee:

|                                |                 |
|--------------------------------|-----------------|
| TelAlaska Long Distance, Inc.  | FRN: 0003739562 |
| 201 E. 56 <sup>th</sup> Avenue |                 |
| Anchorage, AK 99518            |                 |
| Telephone: (907) 563-2003      |                 |
| Facsimile: (907) 565-5539      |                 |

Transferee:

|   |                 |
|---|-----------------|
| TelAlaska Holdings, Inc.                    | FRN: 0017041989 |
| 401 N. Tryon Street, 10 <sup>th</sup> Floor |                 |
| Charlotte, NC 28202                         |                 |
| Telephone: (704) 358-0900                   |                 |
| Facsimile: (888) 698-7975                   |                 |

**63.18(b) Jurisdiction of Organizations:**

Transferor: TelAlaska, Incorporated is a corporation formed under the laws of Alaska.

Licensee: TelAlaska Long Distance, Inc. is a corporation formed under the laws of Alaska.

Transferee: TelAlaska Holdings, Inc. is a corporation formed under the laws of Delaware.

**63.18(c) Correspondence concerning this Application should be sent to:**

Heather H. Grahame  
Dorsey & Whitney LLP  
1031 West 4<sup>th</sup> Avenue, Suite 600  
Anchorage, AK 99501  
Tel: (907) 276-4557  
Fax: (907) 2764152  
Email: [grahame.heather@dorsey.com](mailto:grahame.heather@dorsey.com)

Thomas H. O'Donnell  
Moore & Van Allen PLLC  
100 N. Tryon Street, Suite 4700  
Charlotte, NC 28202-4003  
Tel: (704) 331-3542  
Fax: (704) 339-5842

With copies to:

Jack H Rhyner  
201 E. 56<sup>th</sup> Avenue  
Anchorage, Alaska 99518  
Tel: (907) 563-2003  
Email: [j\\_rhyner@telalaska.com](mailto:j_rhyner@telalaska.com)

Patrick L. Eudy  
President and Chief Executive Officer  
American Broadband Communications, LLC  
401 N. Tryon Street, 10<sup>th</sup> Floor  
Charlotte, NC 28202  
Tel: (704) 358-0900  
Email: [eudy@americanbb.com](mailto:eudy@americanbb.com)

**63.18(d)** TelAlaska Long Distance holds international Section 214 authority granted in File No. ITC-214-19960826-00405 and holds blanket domestic Section 214 authority.

**63.18 (h)** In accordance with 63.24(e)(3), items (h)-(p) are provided for the transferee.

Following the Transaction, only Patrick Eudy will directly or indirectly own 10% or more of the equity of TelAlaska Holdings, and therefore 10% or more of the equity of



TelAlaska. As described above, Patrick Eudy owns 95.12% of the outstanding membership interests of American Broadband Communications, LLC. TelAlaska Holdings will be a wholly-owned subsidiary of American Broadband, as shown in *Exhibit A*. Patrick Eudy therefore will have a 95.12% indirect ownership interest in TelAlaska Long Distance.

There are no officers or directors of TelAlaska Holdings that also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

**63.18 (i)** Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

**63.18 (j)** Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

**63.18 (k)** Not applicable.

**63.18 (l)** Not applicable.

**63.18 (m)** Not applicable.

**63.18 (n)** Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

**63.18 (o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a. See also 47 C.F.R. §§ 1.2001-1.2003.

**63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of

the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12 applies.

**VI. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

**(a)(6): Description of the Transaction**

A description of the Transaction is set forth in **Section III** above.

**(a)(7): Description of Geographic Service Area and Services in Each Area**

The affiliates of TelAlaska Holdings, Inc., and the geographic areas in which they are certificated to provide local exchange telecommunications services, are as follows: Arlington Telephone Company is authorized to provide telecommunications services in NE; Dalton Telephone Company is authorized to provide telecommunications services in NE; Elsie Communications, Inc. is authorized to provide telecommunications services in NE; Eastern Nebraska Telephone Company is authorized to provide telecommunications services in NE; Georgetown Telephone Company is authorized to provide telecommunications services in MS; Gridley Telephone Company is authorized to provide telecommunications services in IL; Oregon Farmers Mutual Telephone Company is authorized to provide telecommunications services in MO; The Pymatuning Independent Telephone Company is authorized to provide telecommunications services in PA; Rock County Telephone Company is authorized to provide telecommunications services in NE; S&A Telephone Company is authorized to provide telecommunications services in KS; South Park LLC is authorized to provide telecommunications services in CO; The Blair Telephone Company is authorized to provide telecommunications services in NE; The Rye Telephone Company is authorized to provide telecommunications services in CO; and Waverly Hall Telephone, LLC is authorized to provide telecommunications services in GA.

TelAlaska and TelAlaska Long Distance have affiliates that provide local exchange telecommunications services: (1) Interior Telephone Company, Inc. provides local exchange telephone service to eleven Alaska rural communities including Unalaska/Dutch Harbor, Cold Bay, Seward, King Cove, Sand Point, Iliamna/Newhalen, Moose Pass, Port Lions, Cooper Landing, Fort Yukon, and Galena; (2) Mukluk Telephone Company, Inc. provides local exchange telephone service to fourteen Alaska rural communities in the Bering Strait Region including Elim, Koyuk, Little Diomede, Golovin, Shishmaref, Shaktoolik, Council, Stebbins, St. Michael, Teller/Brevig Mission, White Mountain, Nome and Wales.

**(a)(8): Presumption of Non-Dominance and Qualification for Streamlining**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's rules as provided in **Section I** above.

**(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04). TelAlaska Holdings has also filed an Application for the transfer of control of the domestic Section 214 authorizations of TelAlaska's affiliates, Interior Telephone Company, Inc. and Mukluk Telephone Company, Inc. These affiliates do not hold international Section 214 authorization.

**(a)(10): Special Considerations**

Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

**(a)(11): Waiver Requests (If Any)**

Not applicable.

**(a)(12): Public Interest Statement**

A statement showing how grant of the Application will serve the public interest, convenience and necessity is provided in **Section IV** above.

**VII. CONCLUSION**

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

DORSEY & WHITNEY LLP

BY:  \_\_\_\_\_

Stefan M. Lopatkiewicz

Heather H. Grahame

Karly E. Baraga

1050 Connecticut Avenue NW, Suite 1250

Washington, D.C. 20036

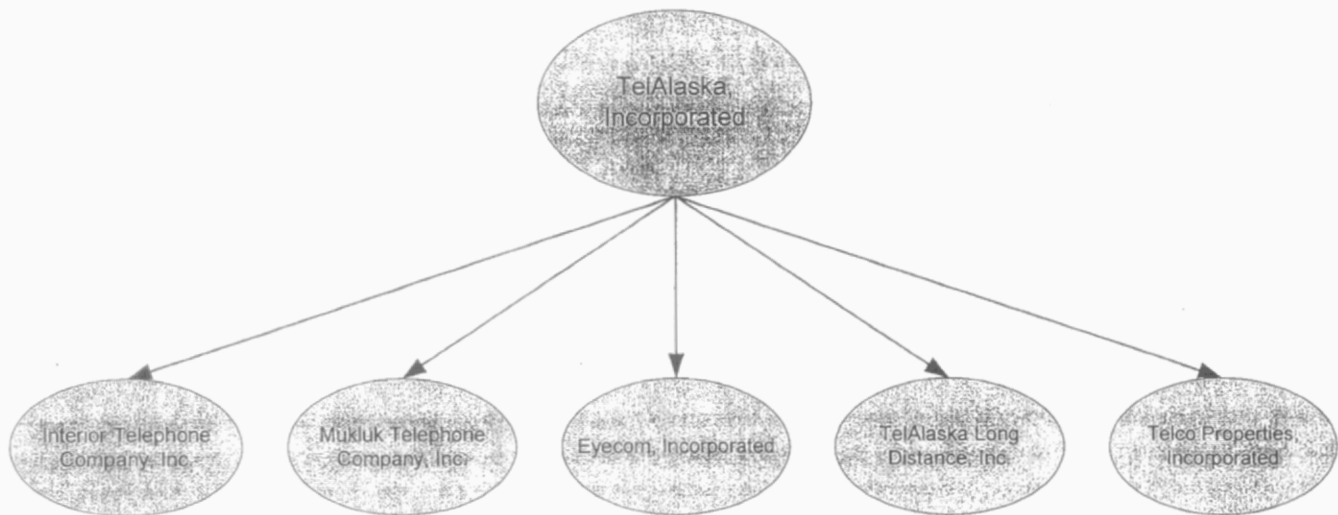
(202) 442-3553

*Attorneys for the Applicants*

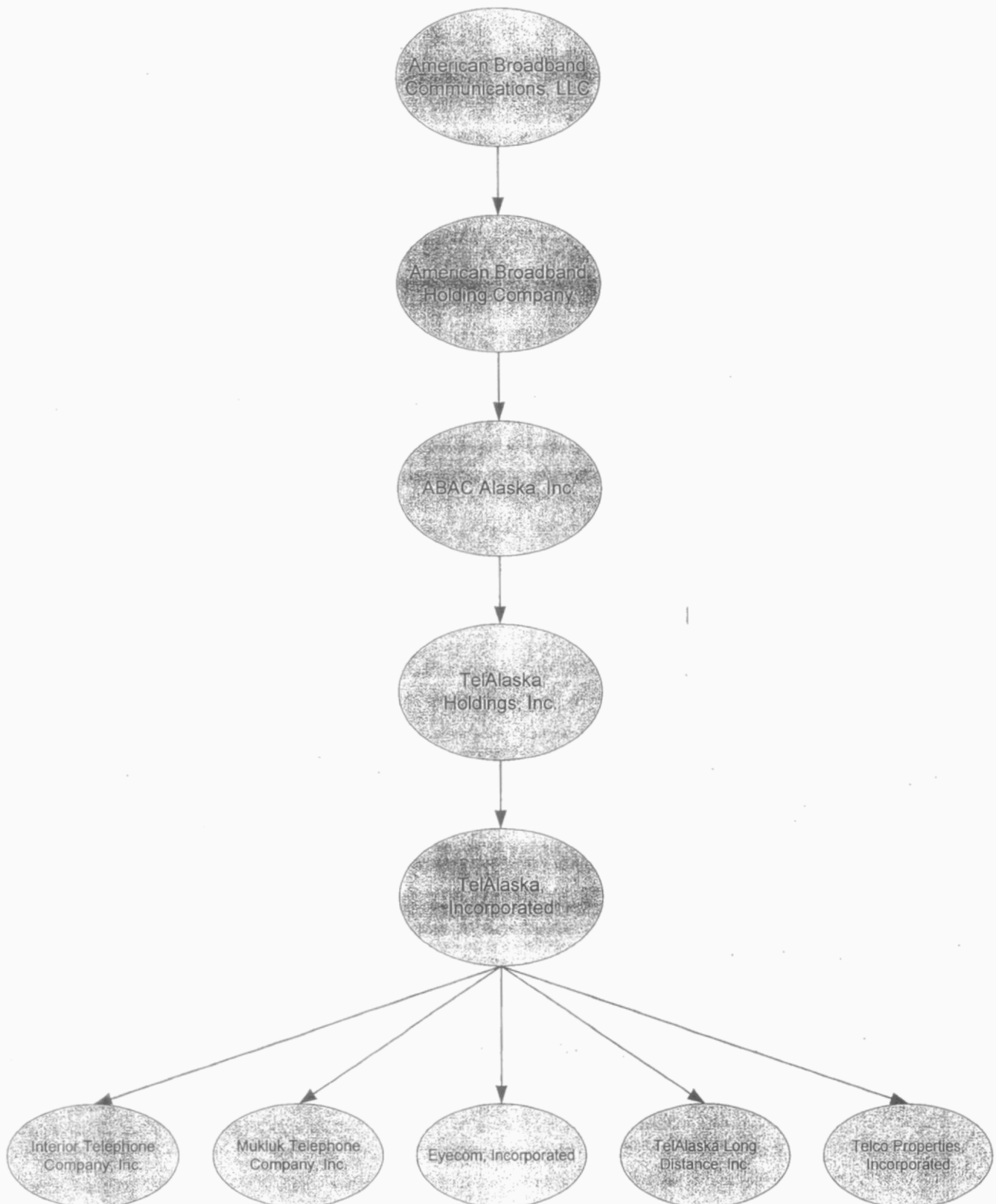
Dated: October 29, 2007

# **EXHIBIT A**

## Existing Corporate Structure of TelAlaska, Incorporated



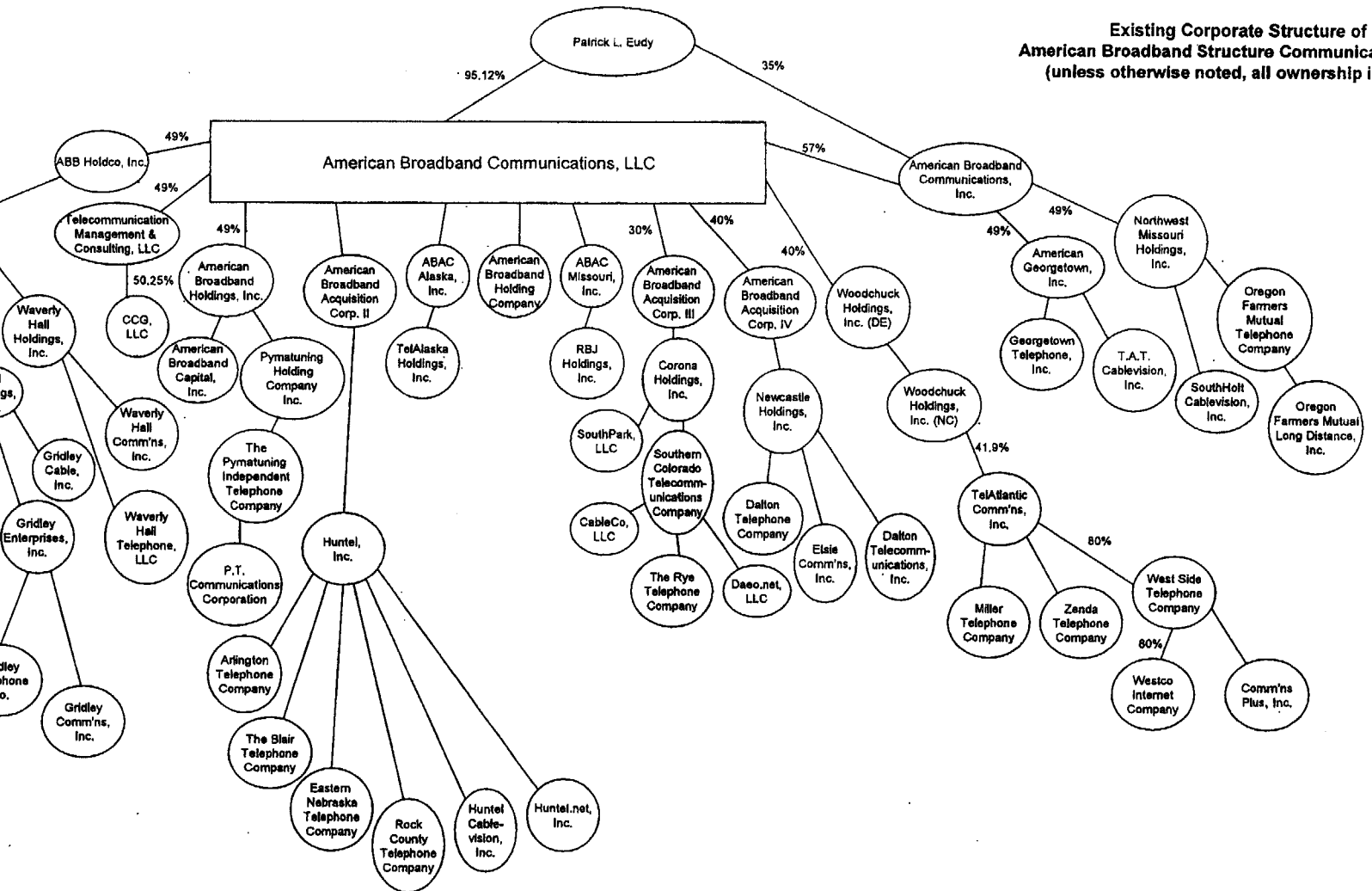
## Post-Transaction Corporate Structure of TelAlaska, Incorporated

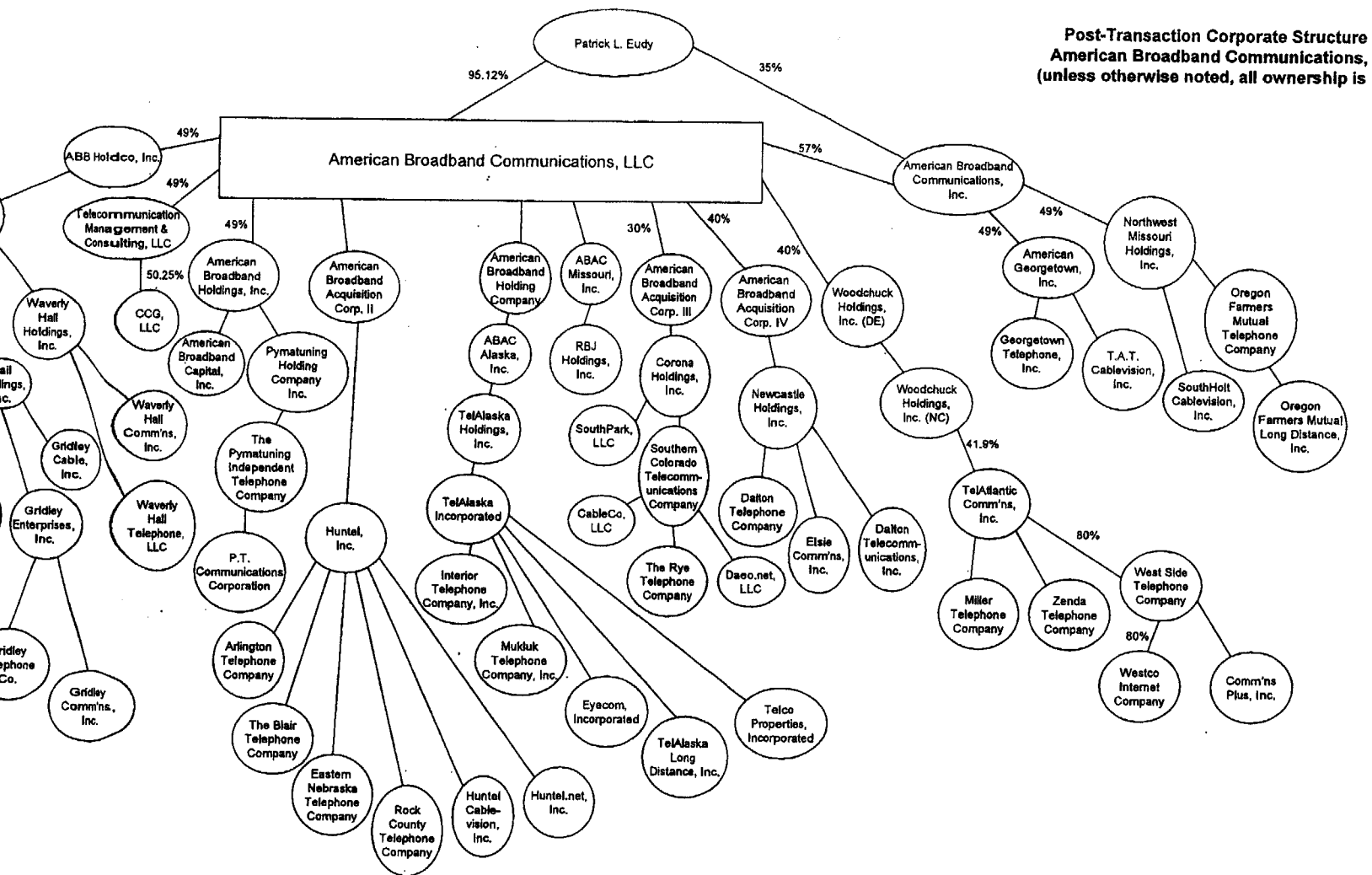


# **EXHIBIT B**



**Existing Corporate Structure of  
American Broadband Structure Communication**  
(unless otherwise noted, all ownership is 100%)





READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 2

|   |                                       |   |                               |
|---|---------------------------------------|---|-------------------------------|
| (1) LOCKBOX #<br><b>358145</b>  |                                       |   |                               |
| SECTION A - PAYER INFORMATION   |                                       |   |                               |
| (2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)<br><b>Heather H. Grahame</b>   |                                       | (3) TOTAL AMOUNT PAID (U.S. Dollars and cents)<br><b>\$965.00</b> |                               |
| (4) STREET ADDRESS LINE NO. 1<br><b>101 West Fourth Avenue</b>  |                                       |   |                               |
| (5) STREET ADDRESS LINE NO. 2<br><b>Suite 600</b>   |                                       |   |                               |
| (6) CITY<br><b>Anchorage</b>  |                                       | (7) STATE<br><b>AK</b>  | (8) ZIP CODE<br><b>99501</b>  |
| (9) DAYTIME TELEPHONE NUMBER (include area code)<br><b>(907) 276-4557</b>   |                                       | (10) COUNTRY CODE (if not in U.S.A.)                              |                               |
| FCC REGISTRATION NUMBER (FRN) REQUIRED  |                                       |   |                               |
| (11) PAYER (FRN)<br><b>0003740768</b>   |                                       |   |                               |
| IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)<br>COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET   |                                       |   |                               |
| (13) APPLICANT NAME<br><b>TelAlaska, Incorporated</b>   |                                       |   |                               |
| (14) STREET ADDRESS LINE NO. 1<br><b>210 E. 56th Avenue</b>   |                                       |   |                               |
| (15) STREET ADDRESS LINE NO. 2  |                                       |   |                               |
| (16) CITY<br><b>Anchorage</b>   |                                       | (17) STATE<br><b>AK</b>   | (18) ZIP CODE<br><b>99518</b> |
| (19) DAYTIME TELEPHONE NUMBER (include area code)<br><b>(907) 563-2003</b>  |                                       | (20) COUNTRY CODE (if not in U.S.A.)                              |                               |
| FCC REGISTRATION NUMBER (FRN) REQUIRED  |                                       |   |                               |
| (21) APPLICANT (FRN)<br><b>0003740786</b>   |                                       |   |                               |
| COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET   |                                       |   |                               |
| (23A) CALL SIGN/OTHER ID  | (24A) PAYMENT TYPE CODE<br><b>CUT</b> | (25A) QUANTITY<br><b>1</b>  |                               |
| (26A) FEE DUE FOR (PTC)<br><b>\$965.00</b>  | (27A) TOTAL FEE<br><b>\$965.00</b>    |   |                               |
| (28A) FCC CODE 1  | (29A) FCC CODE 2                      |   |                               |
| (23B) CALL SIGN/OTHER ID  | (24B) PAYMENT TYPE CODE               | (25B) QUANTITY  |                               |
| (26B) FEE DUE FOR (PTC)   | (27B) TOTAL FEE                       |   |                               |
| (28B) FCC CODE 1  | (29B) FCC CODE 2                      |   |                               |
| SECTION D - CERTIFICATION   |                                       |   |                               |
| CERTIFICATION STATEMENT<br>I, <u><b>KARY BARAGA</b></u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. |                                       |   |                               |
| SIGNATURE <u><b>Kary Baraga</b></u>   |                                       | DATE <u><b>10-28-07</b></u>                                       |                               |